

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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AFFIDAVIT OF SERVICE

I, Darlene Calderon, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Reorganized Debtors in the above-captioned cases.

On March 11, 2013, I caused to be served the documents listed below (i) upon the parties listed on Exhibit A hereto via electronic notification, and (ii) upon the party listed on Exhibit B hereto via postage pre-paid U.S. mail:

- 1) Joint Stipulation and Agreed Order Between Reorganized Debtors and Elkhart Products Corp. Providing Elkhart Products Corp. an Allowed General Unsecured Non-Priority Claim Pursuant to 11 U.S.C. §502(h) (Docket No. 22030) [a copy of which is attached hereto as Exhibit C]
- 2) Joint Stipulation and Agreed Order Between Reorganized Debtors and Victory Packaging LP Providing Victory Packaging LP an Allowed General Unsecured Non-Priority Claim Pursuant to 11 U.S.C. §502(h) (Docket No. 22031) [a copy of which is attached hereto as Exhibit D]
- 3) Joint Stipulation and Agreed Order Between Reorganized Debtors and Autoliv ASP, Inc. Allowing and Compromising Proof of Claim Number 15583 and Administrative Expense Claim Number 19151 (Autoliv ASP, Inc.) (Docket No. 22033) [a copy of which is attached hereto as Exhibit E]

On March 11, 2013, I caused to be served the document listed below upon the party listed on Exhibit F hereto via postage pre-paid U.S. mail:

- 4) Joint Stipulation and Agreed Order Between Reorganized Debtors and Elkhart Products Corp. Providing Elkhart Products Corp. an Allowed General Unsecured Non-Priority Claim Pursuant to 11 U.S.C. §502(h) (Docket No. 22030) [a copy of which is attached hereto as Exhibit C]

On March 11, 2013, I caused to be served the document listed below upon the party listed on Exhibit G hereto via postage pre-paid U.S. mail:

- 5) Joint Stipulation and Agreed Order Between Reorganized Debtors and Victory Packaging LP Providing Victory Packaging LP an Allowed General Unsecured Non-Priority Claim Pursuant to 11 U.S.C. §502(h) (Docket No. 22031) [a copy of which is attached hereto as Exhibit D]

On March 11, 2013, I caused to be served the document listed below upon the parties listed on Exhibit H hereto via postage pre-paid U.S. mail:

- 6) Joint Stipulation and Agreed Order Between Reorganized Debtors and Autoliv ASP, Inc. Allowing and Compromising Proof of Claim Number 15583 and Administrative Expense Claim Number 19151 (Autoliv ASP, Inc.) (Docket No. 22033) [a copy of which is attached hereto as Exhibit E]

Dated: March 14, 2013

/s/ Darlene Calderon

Darlene Calderon

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 14th day of March, 2013, by Darlene Calderon, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Lydia Pastor Nino

Commission Expires: 11/18/15

EXHIBIT A

Post-Emergence Master Service List

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION
Womble Carlyle Sandridge & Rice, PLLC	Michael G. Busenkell	222 Delaware Avenue	Suite 1501	Wilmington	DE	19801				mbusenkell@wcsr.com	Counsel to Chicago Miniature Optoelectronic Technologies, Inc.
Woods Oviatt Gilman LLP	Ronald J. Kisinski	700 Crossroads Bldg	2 State St	Rochester	NY	14614		585-362-4514	585-362-4614	rkisicki@woodsoviatt.com	
Zeichner Ellman & Krause LLP	Stuart Krause	575 Lexington Avenue		New York	NY	10022		212-223-0400	212-753-0396	skrause@zeklaw.com	Counsel to Toyota Tsusho America, Inc.
ZF North America	Thomas J. Schank	15811 Centennial Drive		Northville	MI	48168				Tom.schank@zf.com	Counsel to ZF Group North America Operations, Inc.

EXHIBIT B

Post-Emergence Master Service List

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PARTY / FUNCTION
United States Trustee	Brian Masumoto	33 Whitehall Street	21st Floor	New York	NY	10004-2112	Counsel to United States Trustee

EXHIBIT C

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:
In re:	:
	:
DPH HOLDINGS CORP., et al.,	:
	:
Reorganized Debtors,	:
	:
-----X	

Chapter 11
Case No. 05-44481 (RDD)
(Post Confirmation)

**JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED
DEBTORS AND ELKHART PRODUCTS CORP. PROVIDING ELKHART PRODUCTS
CORP. AN ALLOWED GENERAL UNSECURED NON-PRIORITY CLAIM
PURSUANT TO 11 U.S.C. §502(h)**

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the “Reorganized Debtors”) and Elkhart Products Corp. (“Elkhart”) respectfully submit this *Joint Stipulation And Agreed Order Between Reorganized Debtors And Elkhart Products Corp. Providing Elkhart Products Corp. An Allowed General Unsecured Non-Priority Claim Pursuant To 11 U.S.C. §502(h)*, and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC (“DAS LLC”), former debtors and debtors-in-possession in the above captioned cases (collectively, the “Debtors”), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on or about September 26, 2007, the Debtors commenced an adversary proceeding (the “Adversary Proceeding”) by filing a complaint (the “Complaint”) to avoid and recover certain amounts (the “Transfers”) from Elkhart.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the *First Amended Joint Plan of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors*

And Debtors-In-Possession, As Modified (the “Modified Plan”), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that “[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interest in, the Debtors and making distributions (if any) with respect to all Claims and Interests.”

WHEREAS, pursuant to section 7.19 of the Modified Plan, the Reorganized Debtors in their sole and absolute discretion retained the right to pursue the claims and causes of action asserted in the Complaint and to settle, release or compromise such claims and causes of action without further approval of this Court.

WHEREAS, the Reorganized Debtors and Elkhart entered into a settlement agreement dated December 28, 2012 (the “Settlement Agreement”) to resolve the Adversary Proceeding with respect to the Transfers, pursuant to which the Reorganized Debtors and Elkhart agreed, *inter alia*, that pursuant to 11 U.S.C. §502(h), Elkhart should be provided with an allowed general unsecured non-priority claim in the amount as set forth in the Settlement Agreement.

NOW, THEREFORE, the Reorganized Debtors and Elkhart stipulate and agree as follows:

1. Pursuant to 11 U.S.C. 502(h), Elkhart shall receive an allowed general unsecured non-priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan in the amount set forth in the Settlement Agreement.

2. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 13th day of February, 2013.

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

Agreed to and approved for entry by:

Dated: Detroit, Michigan
February 12, 2013

BUTZEL LONG, a professional corporation

By: /s/ Cynthia J. Haffey
Cynthia J. Haffey
150 W. Jefferson, Suite 100
Detroit, Michigan 48226
Attorneys for Reorganized Debtors

Dated: Houston, Texas
February 12, 2013

FULBRIGHT & JAWORSKI, L.L.P.

By: /s/ Travis A. Torrence
Travis A. Torrence
1301 McKinney Street, Suite 5100
Houston, Texas 77010-3018
Telephone: (713) 651-5151
Facsimile: (713) 651-5246
Email: ttorrence@fulbright.com
Attorneys for Elkhart Products Corp.

EXHIBIT D

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
	:
In re:	:
	:
	:
DPH HOLDINGS CORP., et al.,	:
	:
	:
Reorganized Debtors,	:
	:
-----X	

JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED DEBTORS AND VICTORY PACKAGING LP PROVIDING VICTORY PACKAGING LP AN ALLOWED GENERAL UNSECURED NON-PRIORITY CLAIM PURSUANT TO 11 U.S.C. § 502(h)

DPH Holdings Corp. and its affiliated reorganized debtors in the above-captioned cases (collectively, the “Reorganized Debtors”) and Victory Packaging LP (“Victory”) respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Victory Packaging LP Providing Victory Packaging LP An Allowed General Unsecured Non-Priority Claim Pursuant To 11 U.S.C. § 502(h), and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation (“Delphi”) and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC (“DAS LLC”), former debtors and debtors-in-possession in the above captioned cases (collectively, the “Debtors”), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on or about September 26, 2007, the Debtors commenced an adversary proceeding (the “Adversary Proceeding”) by filing a complaint (the “Complaint”) to avoid and recover certain amounts (the “Transfers”) from Victory.

WHEREAS, on October 6, 2009, the Debtors emerged from chapter 11 as the Reorganized Debtors pursuant to the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the “Modified Plan”), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707). In connection with the Modified Plan, Delphi and DAS LLC emerged from chapter 11 as DPH Holdings Corp. and DPH-DAS LLC, respectively.

WHEREAS, Article 9.6(a) of the Modified Plan provides that “[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests.”

WHEREAS, pursuant to section 7.19 of the Modified Plan, the Reorganized Debtors in their sole and absolute discretion retained the right to pursue the claims and causes of action asserted in the Complaint and to settle, release or compromise such claims and causes of action without further approval of this Court.

WHEREAS, the Reorganized Debtors and Victory entered into a settlement agreement dated November 29, 2012 (the "Settlement Agreement") to resolve the Adversary Proceeding with respect to the Transfers, pursuant to which the Reorganized Debtors and Victory agreed, *inter alia*, that pursuant to 11 U.S.C. §502(h), Victory should be provided with an allowed general unsecured non-priority claim in the amount of the settlement payment set forth in the Settlement Agreement.

NOW, THEREFORE, the Reorganized Debtors and Victory stipulate and agree as follows:

1. Pursuant to 11 U.S.C. § 502(h), Victory shall receive an allowed general unsecured non-priority claim against DPH-DAS LLC in accordance with the terms of the Modified Plan in the amount of the settlement payment set forth in the Settlement Agreement.
2. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.
3. This Stipulation shall in no way affect any other claims of Victory that have previously been allowed in the Debtors' bankruptcy proceedings.

So Ordered in White Plains, New York, this 13th day of February, 2013.

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

Agreed to and approved for entry by:

Dated: Detroit, Michigan
February 12, 2013

BUTZEL LONG, a professional corporation

By: Cynthia J. Haffey
Cynthia J. Haffey
150 W. Jefferson, Suite 100
Detroit, Michigan 48226
Attorneys for Reorganized Debtors

Dated: New York, New York
February 12, 2013

THOMPSON & KNIGHT LLP

By: Jennifer A. Christian
Ira L. Herman
Jennifer A. Christian
900 Third Avenue, 20th Floor
New York, New York 10022
Attorneys for Victory Packaging LP

EXHIBIT E

BUTZEL LONG, a professional corporation
150 West Jefferson, Suite 100
Detroit, Michigan 48226
(313) 225-7000
Cynthia J. Haffey
David J. Devine
Attorneys for Reorganized Debtors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

)	
In re)	Chapter 11
DPH HOLDINGS CORP., <i>et al.</i> ,)	Case No. 05-44481 (RDD)
)	Jointly Administered
Reorganized Debtors.)	

**JOINT STIPULATION AND AGREED ORDER BETWEEN
REORGANIZED DEBTORS AND AUTOLIV ASP, INC., ALLOWING
AND COMPROMISING PROOF OF CLAIM NUMBER 15583
AND ADMINISTRATIVE EXPENSE CLAIM NUMBER 19151**

(AUTOLIV ASP, INC.)

DPH Holdings Corp. (“DPH”) and its affiliated reorganized debtors in the above-captioned cases (collectively, the “Reorganized Debtors”) and Autoliv ASP, Inc. (“Autoliv”) submit this Joint Stipulation And Agreed Order Between Reorganized Debtors and Autoliv Allowing And Compromising Proof Of Claim Number 15583 And Administrative Expense Claim Number 19151, and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation (“Delphi”) and certain of its affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”), predecessors of the Reorganized Debtors, filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1330, as then amended.

WHEREAS, on or about July 28, 2006, Autoliv filed five separate proofs of claim (the “Proofs of Claim”) against various Debtor entities, asserting identical unsecured, non-priority, unliquidated claims (the “Claims”) arising from alleged acts of patent infringement occurring before the Petition Date.

WHEREAS, on October 31, 2006, the Debtors filed their Third Omnibus Objection (Substantive) Pursuant to 11 U.S.C. §502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated by Debtors’ Books and Records, and (C) Claims Subject to Modification and (II) Motion to Estimate Contingent and Unliquidated Claims Pursuant to 11 U.S.C. §502(c) (the “Third Omnibus Objection”) (Docket No. 5452).

WHEREAS, on November 22, 2006, Autoliv filed its Response of Autoliv ASP, Inc. to Debtors’ Third Omnibus Objection to Claims (the “Response”).

WHEREAS, on January 12, 2007, Debtors filed their Notice of Claims Objection Hearing with Respect to Proofs of Claim Nos. 15579 through 15583 (Autoliv ASP, Inc.).

WHEREAS, on February 9, 2007, Debtors filed their Debtors’ Statement of Disputed Issues Regarding Debtors’ Objection to Proofs of Claim Nos. 15579 through 15583 (Autoliv ASP, Inc.) (the “Disputed Issues Statement”).

WHEREAS, on March 1, 2007, Debtors filed their Notice of Adjournment of Claims Objection Hearing with Respect to Debtors’ Objection to Proofs of Claim Nos. 15579 through 15583 (Autoliv ASP, Inc.)

WHEREAS, by an order entered on January 28, 2008, the Debtors confirmed their First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession (the “Plan”) (Docket No. 11386).

WHEREAS, on February 11, 2008, the Debtors filed and served on Autoliv their Notice of Sufficiency Hearing with Respect to Debtors' Objection to Proofs of Claim Nos. 15579, 15580, 15581 and 15582 (Autoliv ASP, Inc.) (the "Sufficiency Hearing Notice") to address claims that Debtors contend were duplicative.

WHEREAS, to resolve the Third Omnibus Objection and the Claims Estimation Motion, Delphi and Autoliv entered into a Joint Stipulation And Agreed Order Disallowing And Expunging Claim Numbers 15579, 15580, 15581 and 15582 and Capping Proof of Claim Number 15583 (the "Consolidation and Capping Order") which was entered by the Court on March 10, 2008 (Docket No. 13085). Among other things, the Consolidation and Capping Order provided that: (i) the Proof of Claims were consolidated into Proof of Claim No. 15583 asserted against Delphi; (ii) Proof of Claim Nos. 15579, 15580, 15581 and 15582 were expunged and disallowed; and (iii) that in no event shall Proof of Claim No. 15583 be allowed in any amount exceeding \$250,000.00.

WHEREAS, on or about July 15, 2009, Autoliv filed an administrative expense claim in the amount of \$1,069,444.00 which was designated as Claim Number 19151 ("Administrative Expense Claim 19151") which also alleged patent infringement.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH.

WHEREAS, Article 9.6(a) of the Modified Plan provides that “[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests.”

WHEREAS, on April 16, 2010 the Reorganized Debtors objected to Administrative Expense Claim 19151 pursuant to Reorganized Debtors’ Forty-Seventh Omnibus Objection Pursuant to 11 U.S.C. §503(b) And Fed. R. Bankr. P. 3007 To (I) Disallow And Expunge (A) Certain Administrative Expense Books and Records Claims, (B) A Certain Administrative Expense Duplicate Claim, And (C) Certain Administrative Expense Duplicate Substantial Contribution Claims, And (II) Modify Certain Administrative Expense Claims (Docket No. 19873) (the “Forty-Seventh Omnibus Claims Objection”).

WHEREAS, on May 12, 2010 Autoliv filed a response to the Forty-Seventh Omnibus Claims Objection (Docket No. 20044).

WHEREAS, to resolve the Third Omnibus Claims Objection with respect to Claim 15583 and to resolve the Forty-Seventh Omnibus Claims Objection with respect to Administrative Expense Claim 19151, and to resolve all other claims held by Autoliv against any of the Debtors or Reorganized Debtors, the Reorganized Debtors and Autoliv entered into a Settlement Agreement dated February 15, 2013 (the “Settlement Agreement”) and this Stipulation, pursuant to which, among other things, the Reorganized Debtors and Autoliv agree that Claim 15583 should be allowed as a general, non-priority unsecured claim in the amount of \$250,000.00 and that Administrative Expense Claim 19151 should be allowed as an administrative claim in the amount of \$100,000.00 against DPH.

Now therefore, the Reorganized Debtors and Autoliv stipulate and agree as follows:

1. Claim 15583 shall be allowed as a general, non-priority unsecured claim in the amount of \$250,000.00 and payment shall be made to Autoliv in accordance with the terms of the Modified Plan.

2. Administrative Expense Claim 19151 shall be allowed in the amount of \$100,000.00 and shall be treated as an allowed administrative claim against DPH in accordance with the terms of the Modified Plan.

3. Notwithstanding anything to the contrary in the Modified Plan, within twenty (20) days of the Court entering this Stipulation on the Court's docket, DPH shall pay Autoliv \$100,000.00 by issuing a check payable to Autoliv and mailed to the following address:

Autoliv ASP, Inc.
Attention: General Counsel
1320 Pacific Drive
Auburn Hills, Michigan 48326

4. The Settlement Agreement and its obligations and duties therein shall remain in full force and effect.

5. Allowance of Claim 15583 in the amount of \$250,000.00, allowance of Administrative Expense Claim 19151 in the amount of \$100,000.00, the payments called for by Paragraphs 1 and 3, and the terms of Settlement Agreement are in full satisfaction of the claims noted above or any other claims known or unknown, and Autoliv releases and discharges Debtors and Reorganized Debtors from any other payments on the claims noted above and as set forth in the Settlement Agreement.

6. Nothing herein shall be construed as an admission of liability on behalf of the Reorganized Debtors or Debtors with respect to any portion of any claims.

7. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation and the Settlement Agreement.

AGREED TO AND APPROVED FOR ENTRY:

BUTZEL LONG, a professional corporation

MILLER, CANFIELD, PADDOCK AND
STONE, P.L.C.

By: /s/ Cynthia J. Haffey
Cynthia J. Haffey
David J. Devine
150 West Jefferson, Suite 100
Detroit, MI 48226
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Attorneys for DPH Holdings Corp., *et al*
Reorganized Debtors

Attorneys for Autoliv, ASP, Inc.

SO ORDERED this 7th day of March, 2013

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

#1330297 v1

EXHIBIT F

Pg 43 of 47
DPH Holdings Corp.
Special Parties

CreditorName	CreditorNoticeName	Address1	City	State	Zip
Fulbright & Jaworski LLP	Travis A. Torrence	1301 McKinney Street, Suite 5100	Houston	TX	77010-3018

EXHIBIT G

Pg 45 of 47
DPH Holdings Corp.
Special Parties

CreditorName	CreditorNoticeName	Address1	City	State	Zip
Thompson & Knight LLP	Jennifer A Christian Ira L Herman	900 Third Ave 20th Fl	New York	NY	10022

EXHIBIT H

Pg 47 of 47
DPH Holdings Corp.
Special Parties

CreditorName	CreditorNoticeName	Address1	Address2	City	State	Zip
Autoliv ASP Inc	Anthony J Nellis Associate General Counsel	1320 Pacific Dr		Auburn Hills	MI	48326
Autoliv ASP Inc	Miller Canfield Paddock & Stone PLC	Jonathan S Green Marc N Swanson	150 W Jefferson Ave Ste 2500	Detroit	MI	48226